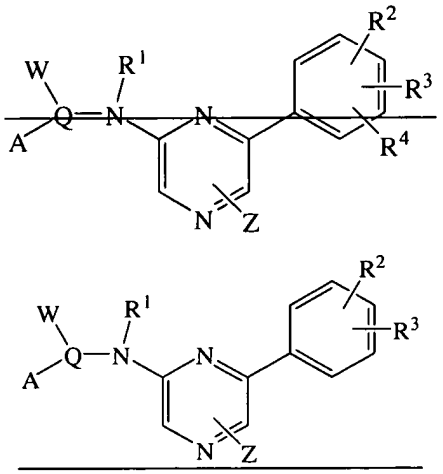
CLAIM AMENDMENTS

1. (currently amended): A ~~compound~~ tubulin inhibitor of the formula [[I]]



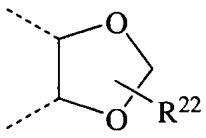
I

~~or pharmaceutically acceptable prodrugs, salts or stereoisomers thereof,~~ wherein:

R^1 is H, C_{1-6} alkyl, C_{1-6} alkylNR^5R^6, C_{1-6} alkylNR^5COR^6, C_{1-6} alkyl$NR^5SO_2R^6$, C_{1-6} alkylCO_2R^5, C_{1-6} alkyl$CONR^5R^6$, where R^5 and R^6 are each independently H, C_{1-4} alkyl, aryl, hetaryl, C_{1-4} alkylaryl, C_{1-4} alkylhetaryl or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S, NR^7 and R^7 is selected from H, C_{1-4} alkyl;

R^2[[,]] and R^3 ~~and R^4~~ are each independently [[H,]] halogen, C_{1-4} alkyl, OH, OC_{1-4} alkyl, CF_3, OCF_3, CN, C_{1-4} alkylNR^8R^9, OC_{1-4} alkylNR^8R^9, $OCONR^8R^9$, NR^8R^9, NR^8COR^9, $NR^{10}CONR^8R^9$, $NR^8SO_2R^9$, $COOR^8$, $CONR^8R^9$; [[and]] wherein R^8, R^9 and R^{10} are each independently H, C_{1-4} alkyl, C_{1-4} alkyl cycloalkyl, or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S, NR^{11}; wherein R^{11} is H, C_{1-11} alkyl or CF_3;

alternatively, ~~two of~~ R^2[[,]] and R^3 ~~and R^4~~, when located on adjacent carbon atoms, may be joined to form the ring system



where R^{22} is H, C_{1-4} alkyl, or CF_3;

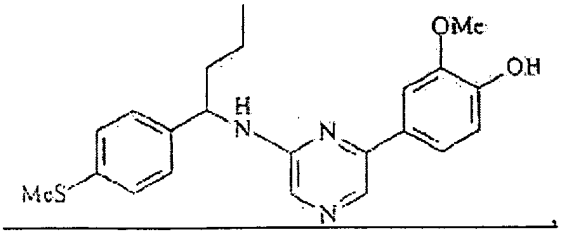
Q is C_{1-4} alkylene;

W is ~~selected from~~ C_{2-4}alkyl or C_{2-6}alkenyl, where C_{2-4}alkyl or C_{2-6}alkenyl may be optionally substituted with C_{1-4} alkyl, OH, OC_{1-4} alkyl, $NR^{15}R^{16}$; [[and]] wherein R^{15}, and R^{16} are each independently H, C_{1-4} alkyl, C_{1-4} alkyl cycloalkyl, C_{1-4} alkyl cyclohetalkyl, aryl, hetaryl, or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S, NR^{17} [[and]] wherein R^{17} is ~~selected from~~ H[[,]] or C_{1-4} alkyl;

A is aryl, or hetaryl each optionally substituted with 0-3 substituents independently selected from halogen, C_{1-4} alkyl, CF_3, aryl, hetaryl, OCF_3, OC_{1-4} alkyl, OC_{2-5} alkyl$NR^{18}R^{19}$, Oaryl, Ohetaryl, CO_2R^{18}, $CONR^{18}R^{19}$, $NR^{18}R^{19}$, C_{1-4} alkyl$NR^{18}R^{19}$, $NR^{20}C_{1-4}$ alkyl$NR^{18}R^{19}$, $NR^{18}COR^{19}$, $NR^{20}CONR^{18}R^{19}$, $NR^{18}SO_2R^{19}$; [[and]] wherein R^{18}, R^{19} are each independently H, C_{1-4} alkyl, C_{1-4} alkyl cyclohetalkyl, aryl, hetaryl, C_{1-4} alkyl aryl, C_{1-4} alkyl hetaryl, or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S, NR^{21}; [[and]] wherein R^{20} ~~is selected from H, C_{1-4} alkyl;~~ and R^{21} are independently ~~is selected from~~ H[[,]] or C_{1-4} alkyl; and

Z is H or C_{1-4} alkyl,

or a tubulin inhibitor of the formula



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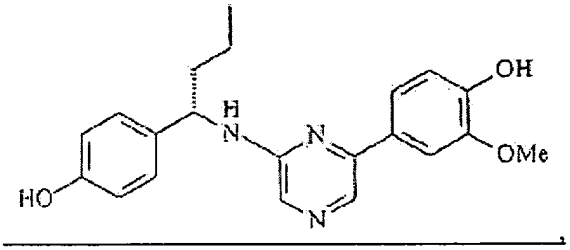

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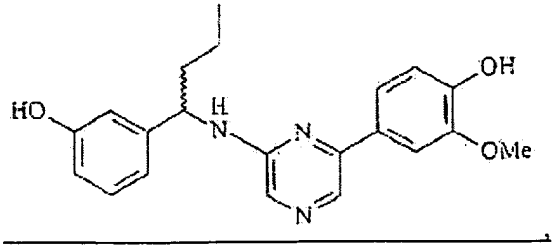

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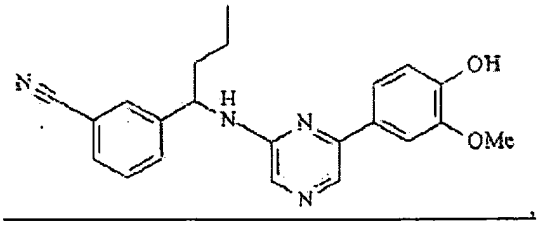

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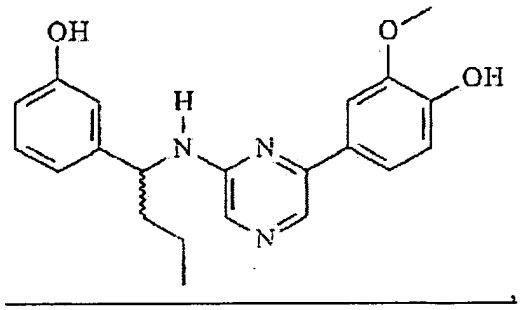

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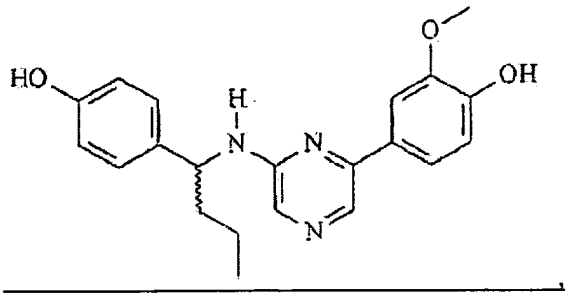

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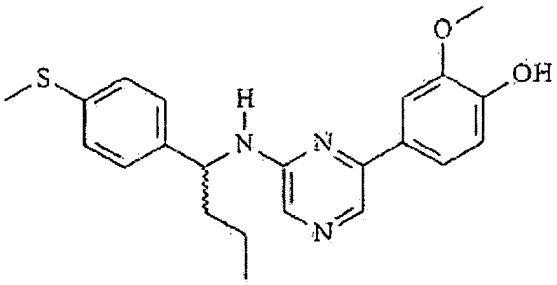

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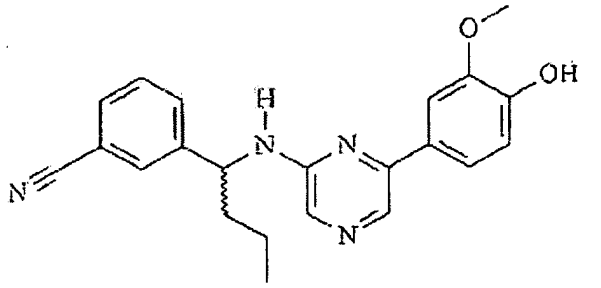

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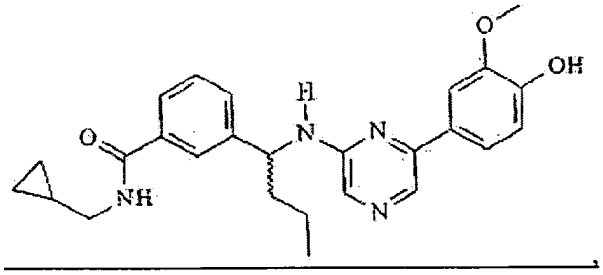
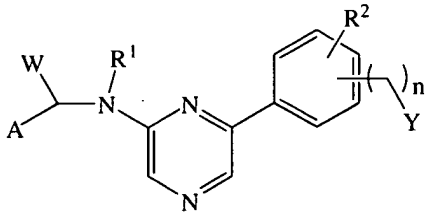


1-9

or pharmaceutically acceptable prodrugs, salts or stereoisomers thereof,

wherein said prodrugs are esters of a free carboxyl or hydroxyl group or amides of a free amino group.

2. (currently amended): A ~~compound~~ tubulin inhibitor of the formula [[II:]]



II

or pharmaceutically acceptable prodrugs, salts or stereoisomers thereof, wherein:

R^1 is H, C_{1-6} alkyl, C_{1-6} alkylNR^5R^6, where R^5 and R^6 are each independently H[[,]] or C_{1-4} alkyl, or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S, NR^7 [[and]] wherein R^7 is ~~selected from~~ H[[,]] or C_{1-4} alkyl;

A is aryl, or hetaryl each optionally substituted with 0-3 substituents independently selected from halogen, C_{1-4} alkyl, CF_3, aryl, hetaryl, OCF_3, OC_{1-4}alkyl, OC_{2-5}alkyl$NR^{18}R^{19}$, Oaryl, Ohetaryl, CO_2R^{18}, $CONR^{18}R^{19}$, $NR^{18}R^{19}$, C_{1-4}alkyl$NR^{18}R^{19}$, $NR^{20}C_{1-4}$alkyl$NR^{18}R^{19}$, $NR^{18}COR^{19}$, $NR^{20}CONR^{18}R^{19}$, $NR^{18}SO_2R^{19}$, where R^{18}, R^{19} are each independently H, C_{1-4}alkyl, C_{1-4}alkylcyclohetalkyl, aryl, hetaryl, C_{1-4}alkylaryl, C_{1-4}alkylhetaryl, or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S, NR^{21}; R^{20} is ~~selected from~~ H[[,]] or C_{1-4}alkyl; [[and]] wherein R^{21} is ~~selected from~~ H or C_{1-4}alkyl;

R^2 is [[0-2]] 1-2 substituents independently selected from halogen, C_{1-4} alkyl, OH, OC_{1-4} alkyl, CF_3, OCF_3, CN, C_{1-4} alkylNR^8R^9, OC_{1-4} alkylNR^8R^9, CO_2R^8, $CONR^8R^9$, NR^8R^9, NR^8COR^9, $NR^{10}CONR^8R^9$, $NR^8SO_2R^9$; [[and]] wherein R^8, R^9 and R^{10} are each independently H[[,]] or C_{1-4} alkyl;

Y is H, OH, $NR^{12}R^{13}$; and R^{12}, [[and]] wherein R^{13} are each independently H[[,]] or C_{1-4} alkyl, or may be joined to form a 3-6 membered ring optionally containing an atom selected from O, S, NR^{14} [[and]] wherein R^{14} is ~~selected from~~ H[[,]] or C_{1-4} alkyl;

n is 0, 1, 2, 3 or 4;

with the proviso that if R^2 represents 2 substituents, n is 0 and Y is H; and

if R^2 represents one substituent and n is 0, Y cannot be H;

W is ~~selected from~~ C_{2-4}alkyl or C_{2-6}alkenyl, where C_{2-4}alkyl or C_{2-6}alkenyl may be optionally substituted with C_{1-4} alkyl, OH, OC_{1-4} alkyl, $NR^{15}R^{16}$; [[and]] wherein R^{15} and R^{16} are each independently H, C_{1-4}alkyl, C_{1-4}alkylcycloalkyl, C_{1-4}alkylcyclohetalkyl, aryl or hetaryl, or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S or NR^{17}; [[and]] wherein R^{17} is selected from H or C_{1-4}alkyl; [[and]]

wherein prodrugs are esters of a free carboxyl or hydroxy group or amides of a free amino group.

3. (currently amended): A ~~compound~~ tubulin inhibitor according to claim 1 wherein W is C_{2-4}alkyl or C_{2-4}alkylamino which is a mixture of the compound that possesses S chirality at the chiral carbon bearing W, and the compound that possesses R chirality at said carbon.

4. (currently amended): A ~~compound~~ tubulin inhibitor according to claim 3 wherein the mixture comprises at least 70% of the compound that possesses *S* chirality at said carbon.

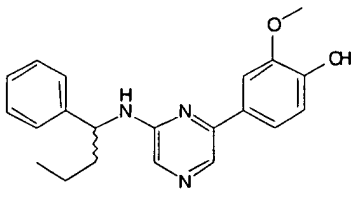
5. (currently amended): A ~~compound~~ tubulin inhibitor according to claim 4 wherein the compound comprises at least 80% of the compound that possesses *S* chirality at said carbon.

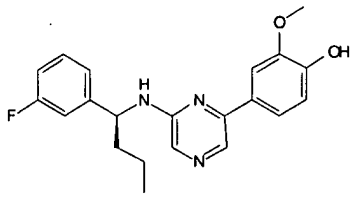
6. (currently amended): A ~~compound~~ tubulin inhibitor according to claim 4 wherein the compound comprises at least 90% of the compound that possesses *S* chirality at said carbon.

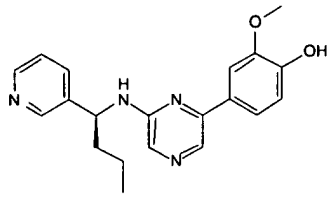
7. (currently amended): A ~~compound~~ tubulin inhibitor according to claim 4 wherein the compound comprises at least 95% of the compound that possesses *S* chirality at said carbon.

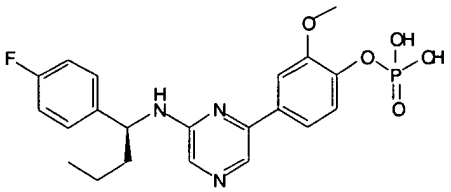
8. (currently amended): A ~~compound~~ tubulin inhibitor according to claim 4 wherein the compound comprises at least 99% of the compound that possesses *S* chirality at said carbon.

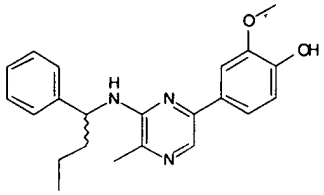
9. (currently amended): A ~~compound~~ tubulin inhibitor selected from the group consisting of:

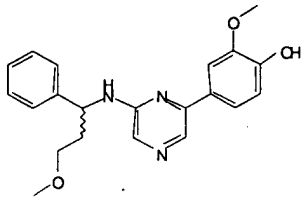


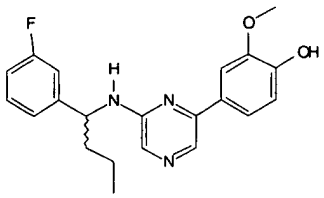


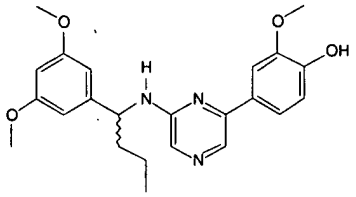


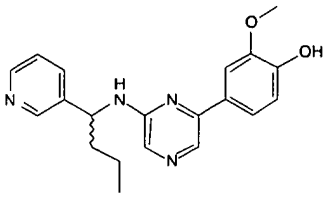


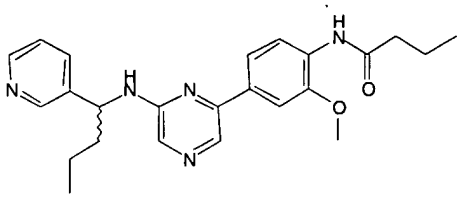


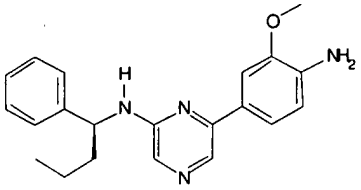


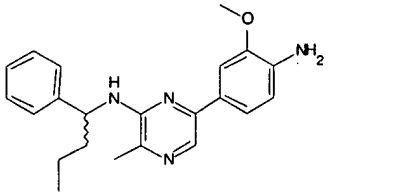


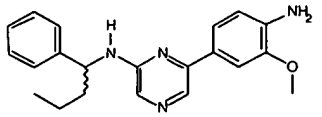




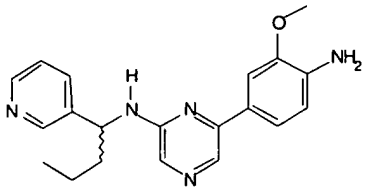








and



and the pharmaceutically acceptable salts and stereoisomers thereof.

10. (currently amended): A composition comprising a carrier and at least one ~~compound~~ tubulin inhibitor of claim 1.

11-14. (canceled)

15. (currently amended): A method of modulating microtubule polymerization in a cell wherein said method comprises administering a ~~compound~~ tubulin inhibitor according to claim 1.

16. (currently amended): A method of modulating microtubule polymerization in a cell wherein said method comprises administering a ~~compound~~ tubulin inhibitor according to claim 2.

17. (canceled)

18. (new): A composition comprising a carrier and at least one tubulin inhibitor of claim 2.

19. (new): A composition comprising a carrier and at least one tubulin inhibitor of claim 9.

20. (new): A method of modulating microtubule polymerization in a cell wherein said method comprises administering a tubulin inhibitor according to claim 9.